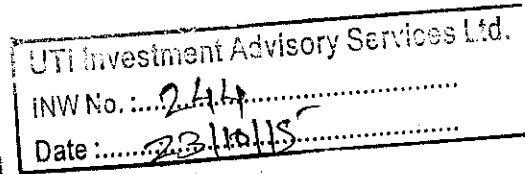


NIIT

**NIIT Limited**

85, Sector 32 Institutional
Gurgaon 122 001, India
Tel: +91 (124) 4293000
Fax: + 91 (124) 4293333
Email: info@niit.com

Registered Office:
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 019, India
CIN: L74899DL1981PLCO15865

www.niit.com

October 21, 2015

Unit Trust of India Investment Advisory Services Limited

Unit No. 2, Block B, 1st Floor,
JVPD Scheme, Gulmohar Cross Road No. 9,
Andheri (West), Mumbai - 400 049

Kind Attention: Ms. Nayana Taware, Deputy Manager

Sub: Periodical Compliance Report for the Quarter ended September 30, 2015

Dear Madam,

As required under Regulation 15(1) (a) of SEBI (Debenture Trustees) Regulations, 1993, please find attached periodical compliance report for the quarter ended on September 30, 2015.

For any further information please let us know.

Thanking you,

Yours truly,

For **NIIT Limited**


Mukesh Kumar
Company Secretary

Encl: as above

NIIT Limited	
SN	Particulars
1	Description of the Debenture Series / Issue (Secured / Unsecured PCD / FCD / NCD)
2	Type of Issue (Private / Public / Rights)
3	Issue amount
4	Listed / Unlisted (If listed, the Exchange where listed)
5	Coupon Rate (If revised please specify)
6	Tenor of Issue
7	Date of Allotment of Debentures
8	Date of Issue of Debenture Certificate (Physical) or credit to Demat A/c
9	Utilisation of fund raised in the debenture issue and progress of the project, if any
10	Whether the debenture issued are not utilised for financing, replenishing funds or acquiring shareholding in other group companies
11	Confirmation on outstanding amount as on September 30, 2015
12	Last interest payment date and amount
13	Next interest payment date and amount
14	Last repayment date and amount
15	Next repayment date and amount
16	Whether there has been any default in payment of interest and/or principal amount? If yes the due dates thereof
17	Instrument rated by
18	Credit rating at the time of issue
19	Present credit rating and date of change of credit rating. In case of revision, the reasons thereof and attach letter from credit rating agency indicating revision in rating.
20	a) No. of debenture holders on the date of allotment
	b) No. of debenture holders as on beginning of this quarter
21	Details of security created for the debentures
21	Whether any security is pending to be created for the debentures
22	Whether the secured Assets are insured? If yes, attach the copies thereof
23	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured assets for the issue have been paid. If No, please give details and reasons for the same
24	Whether Debenture Redemption Reserve (DRR) as per SEBI regulations and Companies Act has been maintained (if applicable). If No, please give reasons for the same
25	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of issue which is detrimental to the interest of debenture holders. If yes, please give details
26	Whether any orders, directions, notice of court / tribunal/authority affecting or likely to affect the secured assets has been passed. If yes, please give details
27	Whether any major change in the composition of the Board of Directors or shareholders as defined in the Takeover Regulations which amounts to change in control of Issuer Company has occurred. If yes, please give details
28	Security cover as on September 30, 2015*
29	Whether any encumbrances have been created over the Secured Assets during this quarter. If yes, give the details
30	In case of Secured Debentures, whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.
31	In case of Partially / Fully Convertible Debentures, whether the Debentures have been converted into Equity in accordance with the terms of issue? If no, please give reasons.
32	Whether the provisions of the following laws applicable to Debentures have been complied with:
	a) Companies Act (for all the Issuers)
	b) SEBI Model Listing Agreement (for listed issues)
	c) SEBI Listing Regulations (for all issues)
	d) ICDR Regulations (for all issuers)
33	In case of listed issues, whether any dividend has been declared during this quarter.

Annexure	
1	Updated list of names and addresses of Debenture Holders. (In case of large list, kindly provide a CD in lieu of hard copies)
2	Number and nature of grievances received from Debenture Holders and time frame within which the same were resolved by the Issuer Company. Nil statement to be submitted in case of no grievances.

Contact Details:	
a) Name of Authorised Signatory	Mukesh Kumar
b) E-mail Address	mukesh.kumar@niit.com
c) Contact Number	0124-4293360
d) Name and Address of R & T Agent	Alankit Assignments Limited, 2E/21, Jhandewalan Ext., New Delhi-110055

The Company has taken FCY loan of Rs 1000 Mn (equivalent of USD 16.05 Mn) in March 2015, with different security terms and the charge for which is yet to be created. Capital work in progress under Fixed Assets also includes capital advances paid by the company*

I, Mukesh Kumar, Company Secretary of NIIT Limited, do hereby certify that the above information and details are true and correct.

Date: 21.10.2015
Place: New Delhi

Mukesh Kumar
Company Secretary